

SECURITIES AND EXCHANGE COMMISSION  
UNITED STATES  
Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) October 12, 2004  
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REGENCY CENTERS CORPORATION  
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(Exact name of registrant as specified in its charter)

Florida  
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001-12298  
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59-3191743  
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(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

121 West Forsyth Street, Suite 200  
Jacksonville, Florida  
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32202  
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(Address of principal executive offices)

(Zip Code)

Registrant's telephone number including area code: (904)-598-7000  
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Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to  
simultaneously satisfy the filing obligation of the registrant under any of the  
following provisions:

- Written communications pursuant to Rule 425 under the  
Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange  
Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b)  
under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c)  
under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 3.02. UNREGISTERED SALES OF EQUITY SECURITIES  
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On October 12, 2004, our operating partnership, Regency Centers, L.P.,  
issued 581,395 common units valued at approximately \$25 million to the owners of  
a limited partnership in exchange for all the interests in the limited  
partnership. The limited partnership owns a shopping center in Tredyffrin  
Township, Pennsylvania. As part of the consideration for the acquisition, we  
also paid approximately \$10 million in cash and assumed approximately \$22.7  
million of debt encumbering the shopping center. We have entered into an  
agreement with the holders which provides that the units are exchangeable, at  
the election of the holder, on a one-for one basis for shares of our common  
stock beginning one year after closing. The securities were issued to the six  
former partners of the limited partnership, all of whom are accredited  
investors, in reliance on the exemption from registration in Section 4(2) of the  
Securities Act of 1933 for transactions not involving a public offering.



Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

REGENCY CENTERS CORPORATION  
(registrant)

October 13, 2004

By: /s/ J. Christian Leavitt

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J. Christian Leavitt, Senior Vice  
President, Finance and Principal  
Accounting Officer